

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NEW YORK

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Fanchest, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-1393182

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

155 Water Street
Brooklyn, NY 11201

Number, Street, City, State & ZIP Code

Kings

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Fosdick Fulfillment Corporation
129 Worthington Ridge Berlin, CT 06037

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Fanchest, Inc.**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4511**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ **Chapter 11. Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____

District _____ When _____ Case number, if known _____

Debtor **Fanchest, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Fanchest, Inc.**
Name

Case number (if known)



Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 6, 2020**
MM / DD / YYYY**X** 
Signature of authorized representative of debtor
Title **President****James Waltz**
Printed name**18. Signature of attorney****X** 
Signature of attorney for debtorDate **November 6, 2020**
MM / DD / YYYY**Michael T. Conway**
Printed name**Offit Kurman, P.A.**
Firm name**590 Madison Avenue, 6th Floor**
New York, NY 10022
Number, Street, City, State & ZIP CodeContact phone **929.476.0041** Email address **michael.conway@offitkurman.com****2844025 NY**
Bar number and State

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 6, 2020**

X

Signature of individual signing on behalf of debtor

James Waltz

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known): _____

☐ Check if this is an
amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders** **12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
47 Brand, LLC 132 Campanelli Ind. Drive Brockton, MA 02301	781-702-2921	Trade				\$154,076.28
AB Tasty 408 Broadway New York, NY 10013	877-260-4005	Trade				\$10,500.00
Baby Fanatic LLC 4301 Dominion Blvd. Suite 130 Glen Allen, VA 23060	804-644-4707	Trade				\$13,786.85
DLS Worldwide 1000 Windham Parkway Bolingbrook, IL 60490	877.744.3818	Trade				\$8,199.95
Dumac LLC 560 W Brown Rd #1020 Mesa, AZ 85201						\$7,570.00
FabFitFun, Inc. 360 N La Cienega Blvd FI 3 #B Los Angeles, CA 90048-1950	310-625-7026	Trade				\$100,000.00
Facebook 1 Hacker Way Menlo Park, CA 94025	(650) 543-4800	Trade				\$597,585.86
Frigon, Maher & Stern LLP 800 3rd Ave #2800 New York, NY 10022	(646) 493-4683	Legal Services				\$42,765.62

Debtor **Fanchest, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Great American Products 1661 S Seguin Ave New Braunfels, TX 78130	(830) 620-4400	Trade				\$308,502.00
HZDG a/k/a BCW, LLC 10101 Molecular Drive Suite 300 Rockville, MD 20850	301.294.6302	Trade				\$21,654.75
LivIntent, Inc. 222 Broadway Floor 22 New York, NY 10038	212-792-5348	Trade				\$9,715.02
Pebblepost, Inc. 400 Lafayette St., 2d FL New York, NY 10003	855-737-0730	Trade				\$25,017.75
Refinery 29 Inc. 225 Broadway, 23rd Floor New York, NY 10007	347.514.9178	Trade				\$11,428.32
Spectrum Packaging Corp 3640 Princeton Oaks St. Orlando, FL 32808	407.889.3100	Trade				\$8,618.40
Steelhouse 42 Greene St #200 New York, NY 10013	(212) 355-0625	Trade				\$9,616.98
Stephen Gould Corporation 35 South Jefferson Road Whippany, NJ 07981	973 428 1500					\$120,498.13
The Highland Mint 4100 N Riverside Dr Satellite Beach, FL 32937	800-544-6135	Trade				\$212,726.00
The Northwest Group, LLC 49 Bryant Ave Roslyn, NY 11576	(800) 242-6996	Trade				\$47,500.00
Top of the World, LLC 2801 Technology Place Norman, OK 73071	(405) 360-9856	Trade				\$18,923.19

Debtor **Fanchest, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Wincraft, Inc. 960 East Mark Street P.O. Box 888 Winona, MN 55987-0888	(800) 533-8100	Trade				\$85,356.15

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum****Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ **0.00****1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ **11,784,774.66****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **11,784,774.66****Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **1,963,678.91****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00****3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **1,850,775.01****4. Total liabilities**
Lines 2 + 3a + 3b\$ **3,814,453.92**

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B
Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☒ No. Go to Part 2.
☐ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. Prepaid shipping deposit to Fosdick Fulfillment**\$5,275.36****9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$5,275.36**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments**13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Debtor **Fanchest, Inc.**
Name

Case number (If known)

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.
- ☒ Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
20.	Work in progress				
21.	Finished goods, including goods held for resale Consumer Sports team-branded soft and hard goods held for resale titled to Fanchest as original purchaser, held in Fosdick (Connecticut) and Molly Fulfillment (Florida) storage and fulfillment facilities	2020	\$2,871,400.30	Comparable sale	\$2,871,400.30

22. Other inventory or supplies

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

\$2,871,400.30

24. Is any of the property listed in Part 5 perishable?

- ☒ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☒ No
- ☐ Yes. Book value _____ Valuation method _____ Current Value _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
- ☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

Debtor **Fanchest, Inc.**
Name

Case number (If known)

- ☐ No. Go to Part 9.
- ☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
- ☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
- ☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade secrets Serial Number 87519157 (FANCHEST Word Mark), Owner FANCHEST, INC	Unknown		Unknown
	Serial Number 87281376 (FANCHEST Design Mark), Owner FANCHEST, INC	Unknown		Unknown
61.	Internet domain names and websites Fanchest.com	Unknown		Unknown
62.	Licenses, franchises, and royalties			
63.	Customer lists, mailing lists, or other compilations Customer and email mailing lists	Unknown		Unknown
64.	Other intangibles, or intellectual property			
65.	Goodwill			
66.	Total of Part 10. Add lines 60 through 65. Copy the total to line 89.			\$0.00
67.	Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
68.	Is there an amortization or other similar schedule available for any of the property listed in Part 10? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
69.	Has any of the property listed in Part 10 been appraised by a professional within the last year? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

Part 11: All other assets

Debtor **Fanchest, Inc.**
Name

Case number (If known) _____

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.☒ Yes Fill in the information below.Current value of
debtor's interest71. **Notes receivable**
Description (include name of obligor)72. **Tax refunds and unused net operating losses (NOLs)**
Description (for example, federal, state, local)**NOL carryover**Tax year **2019****\$8,769,980.00**73. **Interests in insurance policies or annuities**
Directors & Officers Scottsdale Insurance Company
Policy#xxxxxx2091**Unknown**74. **Causes of action against third parties (whether or not a lawsuit
has been filed)**
**Claim against Molly Fulfillment & Packaging LLC for
breach of Lease Agreement and misappropriation of
inventory****Unknown**

Nature of claim

Amount requested

\$1,000,000.00**Claim against Phoenix Growth Capital LLC for turnover
of misappropriated PPP Loan****\$138,119.00**

Nature of claim

Amount requested

\$138,119.0075. **Other contingent and unliquidated claims or causes of action of
every nature, including counterclaims of the debtor and rights to
set off claims**76. **Trusts, equitable or future interests in property**77. **Other property of any kind not already listed** *Examples: Season tickets,
country club membership*78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$8,908,099.0079. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**☒ No☐ Yes

Debtor **Fanchest, Inc.**
Name

Case number (If known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$5,275.36	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$2,871,400.30	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$8,908,099.00	
91. Total. Add lines 80 through 90 for each column	\$11,784,774.66	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$11,784,774.66

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim	
2.1	Fosdick Fulfillment Corp. <small>Creditor's Name</small> 26 Barnes Ind. Park N Wallingford, CT 06492 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien Inventory Describe the lien Common Law Lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$16,043.20	\$1,500,000.00

2.2	Helix Digital Inc. <small>Creditor's Name</small> 1317 Edgewater Dr. #1233 Orlando, FL 32804 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property?	Describe debtor's property that is subject to a lien All assets Describe the lien Non-Purchase Money Security Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply	\$1,597,635.71	\$2,000,000.00
------------	--	---	-----------------------	-----------------------

Debtor **Fanchest, Inc.**

Case number (if known)

Name

☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.☐ Contingent☐ Unliquidated☐ Disputed**2.3 Phoenix Growth Capital LL**

Creditor's Name

**35 East Shady Lane
Houston, TX 77063**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred**Last 4 digits of account number****Do multiple creditors have an interest in the same property?**☒ No☐ Yes. Specify each creditor, including this creditor and its relative priority.

Describe debtor's property that is subject to a lien

Inventory**\$350,000.00****\$1,500,000.00**

Describe the lien

Non-Purchase Money Security

Is the creditor an insider or related party?

☒ No☐ Yes

Is anyone else liable on this claim?

☒ No☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply

☐ Contingent☒ Unliquidated☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$1,963,678.9**1****Part 2: List Others to Be Notified for a Debt Already Listed in Part 1**

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

**Thomas S. Luby, Esq.
Luby Olson, P.C.
405 Broad Street
Meriden, CT 06450**Line **2.1****Wei-Li Tjong and Karin We
Tjong & Hsia LLP
45 Rockefeller Plaza, 20t
New York, NY 10111**Line **2.3**

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with **PRIORITY** unsecured claims and Part 2 for creditors with **NONPRIORITY** unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address 47 Brand, LLC 132 Campanelli Ind. Drive Brockton, MA 02301 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$154,076.28
3.2	Nonpriority creditor's name and mailing address AB Tasty 408 Broadway New York, NY 10013 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$10,500.00
3.3	Nonpriority creditor's name and mailing address Awesome OS Ayala Business Center Matina Town Square Gen. Douglas MacArthur Hw Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$1,346.25
3.4	Nonpriority creditor's name and mailing address Babblebox 333 Beechspring Rd South Orange, NJ 07079 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$0.00

Debtor	Fanchest, Inc. <small>Name</small>	Case number (if known) _____
--------	--	------------------------------

3.5	Nonpriority creditor's name and mailing address Baby Fanatic LLC 4301 Dominion Blvd. Suite 130 Glen Allen, VA 23060 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$13,786.85
------------	--	--	--------------------

3.6	Nonpriority creditor's name and mailing address Brooke Geller 27 Midwood Cross Roslyn, NY 11576-2432 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
------------	---	--	---------------

3.7	Nonpriority creditor's name and mailing address C. Jackson Cowart 405 Howard St, Suite 200 San Francisco, CA 94105 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
------------	---	--	---------------

3.8	Nonpriority creditor's name and mailing address Dan Weinberg 100 Beekman Street Apartment 10b New York, NY 10038 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
------------	---	--	---------------

3.9	Nonpriority creditor's name and mailing address Delaware Division of Reve Carvel State Building 820 N. French Street, 8th Wilmington, DE 19801 Date(s) debt was incurred _____ Last 4 digits of account number <u>7123</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
------------	---	---	----------------

3.10	Nonpriority creditor's name and mailing address DLS Worldwide 1000 Windham Parkway Bolingbrook, IL 60490 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,199.95
-------------	---	--	-------------------

3.11	Nonpriority creditor's name and mailing address Dumac LLC 560 W Brown Rd #1020 Mesa, AZ 85201 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$7,570.00
-------------	--	--	-------------------

Debtor	Fanchest, Inc. Name _____	Case number (if known) _____
--------	-------------------------------------	------------------------------

3.12	Nonpriority creditor's name and mailing address Ebates Performance Mrktg a/k/a Rakuten Rewards 160 Spear St FL 19 San Francisco, CA 94105-1542 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,500.00
<hr/>			
3.13	Nonpriority creditor's name and mailing address FabFitFun, Inc. 360 N La Cienega Blvd FI 3 #B Los Angeles, CA 90048-1950 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$100,000.00
<hr/>			
3.14	Nonpriority creditor's name and mailing address Facebook 1 Hacker Way Menlo Park, CA 94025 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$597,585.86
<hr/>			
3.15	Nonpriority creditor's name and mailing address Frigon, Maher & Stern LLP 800 3rd Ave #2800 New York, NY 10022 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$42,765.62
<hr/>			
3.16	Nonpriority creditor's name and mailing address Great American Products 1661 S Seguin Ave New Braunfels, TX 78130 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$308,502.00
<hr/>			
3.17	Nonpriority creditor's name and mailing address Huledet 201 East 79th Street Suite 16i New York, NY 10075 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
<hr/>			
3.18	Nonpriority creditor's name and mailing address HZDG a/k/a BCW, LLC 10101 Molecular Drive Suite 300 Rockville, MD 20850 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$21,654.75

Debtor	Fanchest, Inc. <small>Name</small>	Case number (if known) _____
--------	--	------------------------------

3.19	Nonpriority creditor's name and mailing address Internal Revenue Service Centralized Insolvency Op P.O. Box 7346 Philadelphia, PA 19101-7346 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
3.20	Nonpriority creditor's name and mailing address James Waltz 4 Circle Drive Rumson, NJ 07760 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
3.21	Nonpriority creditor's name and mailing address Jeffrey Lin 56 St. Marks Place Apartment 7D New York, NY 10003 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
3.22	Nonpriority creditor's name and mailing address Listrak Inc. 100 W Millport Rd Lititz, PA 17543 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,741.46
3.23	Nonpriority creditor's name and mailing address LiveIntent, Inc. 222 Broadway Floor 22 New York, NY 10038 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$9,715.02
3.24	Nonpriority creditor's name and mailing address Malka Media Group LLC 75 Montgomery St Jersey City, NJ 07302 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
3.25	Nonpriority creditor's name and mailing address Michaelson Entertainment 36 Cabrillo Terrace Aliso Viejo, CA 92656 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,003.00

Debtor	Fanchest, Inc. Name _____	Case number (if known) _____
--------	-------------------------------------	------------------------------

3.26	Nonpriority creditor's name and mailing address Misumaru Corporation 1229 Western St. #5 Fairfield, CA 94533 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$5,400.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.27	Nonpriority creditor's name and mailing address Molly Fulfillment & Packa 59 SW 12th Ave #106 Dania, FL 33004 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$293.25 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.28	Nonpriority creditor's name and mailing address Narvar, Inc. 50 Beale Street 7th Fl San Francisco, CA 94105 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$4,673.33 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.29	Nonpriority creditor's name and mailing address New Era Cap Co., Inc. 160 Delaware Ave Buffalo, NY 14202 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$0.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.30	Nonpriority creditor's name and mailing address NYS Dept. of Tax & Financ POB 5300 Bankruptcy Unit Albany, NY 12205-0300 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.31	Nonpriority creditor's name and mailing address Outerstuff LLC 1412 Broadway, 18th Floor New York, NY 10018 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$4,410.88 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.32	Nonpriority creditor's name and mailing address Palm Beach Autographs 10300 Southside Blvd. #207 Jacksonville, FL 32256 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$6,467.91 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor	Fanchest, Inc. <small>Name</small>	Case number (if known) _____
--------	--	------------------------------

3.33	Nonpriority creditor's name and mailing address Pebblepost, Inc. 400 Lafayette St., 2d FL New York, NY 10003 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$25,017.75
------	---	---	--------------------

3.34	Nonpriority creditor's name and mailing address Proxima Partners LLC 30 N Gould St. Suite R Sheridan, WY 82801 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
------	---	---	---------------

3.35	Nonpriority creditor's name and mailing address Refinery 29 Inc. 225 Broadway, 23rd Floor New York, NY 10007 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,428.32
------	---	---	--------------------

3.36	Nonpriority creditor's name and mailing address Rico Industries, Inc. 8030 Solutions Center Chicago, IL 60677-8000 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$168.75
------	---	---	-----------------

3.37	Nonpriority creditor's name and mailing address Ricoh Company, Ltd. 300 Eagleview Boulevard Exton, PA 19341 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
------	--	---	---------------

3.38	Nonpriority creditor's name and mailing address Shelly Lin 275 Greenwich St New York, NY 10007 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
------	---	---	---------------

3.39	Nonpriority creditor's name and mailing address Spectrum Packaging Corp 3640 Princeton Oaks St. Orlando, FL 32808 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,618.40
------	--	---	-------------------

Debtor	Fanchest, Inc. Name	Case number (if known) _____
--------	-------------------------------	------------------------------

3.40	Nonpriority creditor's name and mailing address Steelhouse 42 Greene St #200 New York, NY 10013 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$9,616.98
------	--	---	-------------------

3.41	Nonpriority creditor's name and mailing address Stephen Gould Corporation 35 South Jefferson Road Whippany, NJ 07981 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$120,498.13
------	---	---	---------------------

3.42	Nonpriority creditor's name and mailing address Team Golf 2221 Luna Rd. Carrollton, TX 75006 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$51.32
------	---	---	----------------

3.43	Nonpriority creditor's name and mailing address The Highland Mint 4100 N Riverside Dr Satellite Beach, FL 32937 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$212,726.00
------	--	---	---------------------

3.44	Nonpriority creditor's name and mailing address The Northwest Group, LLC 49 Bryant Ave Roslyn, NY 11576 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$47,500.00
------	--	---	--------------------

3.45	Nonpriority creditor's name and mailing address Top of the World, LLC 2801 Technology Place Norman, OK 73071 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$18,923.19
------	---	---	--------------------

3.46	Nonpriority creditor's name and mailing address Unicorr Packaging Group 455 Sackett Point Rd North Haven, CT 06473 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,677.61
------	---	---	-------------------

Debtor **Fanchest, Inc.** Case number (if known) _____

Name

3.47 Nonpriority creditor's name and mailing address **Willkie Media Inc.** As of the petition filing date, the claim is: Check all that apply. **\$3,000.00**

☐ Contingent

☐ Unliquidated

☐ Disputed

Date(s) debt was incurred _____

Last 4 digits of account number _____

Basis for the claim: _____

Is the claim subject to offset? ☒ No ☐ Yes

3.48 Nonpriority creditor's name and mailing address **Wincraft, Inc.** As of the petition filing date, the claim is: Check all that apply. **\$85,356.15**

960 East Mark Street

P.O. Box 888

Winona, MN 55987-0888

☐ Contingent

☐ Unliquidated

☐ Disputed

Date(s) debt was incurred _____

Last 4 digits of account number _____

Basis for the claim: _____

Is the claim subject to offset? ☒ No ☐ Yes

3.49 Nonpriority creditor's name and mailing address **Yotpo, Inc.** As of the petition filing date, the claim is: Check all that apply. **\$0.00**

400 Lafayette St

New York, NY 10003

☐ Contingent

☒ Unliquidated

☐ Disputed

Date(s) debt was incurred _____

Last 4 digits of account number _____

Basis for the claim: _____

Is the claim subject to offset? ☒ No ☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Palm Beach Autographs 1203 Town Center Drive #117 Jupiter, FL 33458	Line 3.32	—
		<input type="checkbox"/> Not listed. Explain _____	

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 1,850,775.01
5c.	\$ 1,850,775.01

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).*Property***2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**2.1. State what the contract or lease is for and the nature of the debtor's interest **Inventory storage and fulfillment and shipping agreement**State the term remaining **12 Months**

List the contract number of any government contract _____

**Fosdick Fulfillment Corp.
129 Worthington Ridge
Berlin, CT 06037**

Fill in this information to identify the case:Debtor name **Fanchest, Inc.**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor*

Name	Mailing Address	Name	Check all schedules that apply:
2.1 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 _____	Street _____ _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name **Fanchest, Inc.**

United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 207**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:

From **1/01/2020** to **Filing Date**

Sources of revenue
Check all that apply

☒ Operating a business

☐ Other _____

Gross revenue
(before deductions and exclusions)

\$215.00

For prior year:

From **1/01/2019** to **12/31/2019**

☒ Operating a business

☐ Other _____

\$1,621,035.00

For year before that:

From **1/01/2018** to **12/31/2018**

☒ Operating a business

☐ Other _____

\$9,697,934.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor **Fanchest, Inc.**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Phoenix Growth Capital LL 35 East Shady Lane Houston, TX 77063	October 9, 2020	\$138,119.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other Creditor improperly withdrew this amount from Fanchest account

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. James Waltz 4 Circle Drive Rumson, NJ 07760 CEO	December 2019	\$4,166.66	Salary

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

Creditor's name and address	Describe of the Property	Date	Value of property
Molly Fulfillment & Packa 59 SW 12th Ave #106 Dania, FL 33004	Inventory		\$392,000.00
Phoenix Growth Capital LL 35 East Shady Lane Houston, TX 77063	Cash	October 9, 2020	\$138,119.00

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
---------------------------	----------------	------------------------------------	----------------

Debtor **Fanchest, Inc.**

Case number (if known) _____

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	Fosdick Fulfillment Corporation v. Fanchest, Inc., et al. NNI-CV20-6020421-S	Interpleader action by landlord	CT Superior Court Superior Court Judicial District of New Haven at Meriden 54 West Main Street Meriden, CT 06451	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None
Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**
☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
------------------------------	---	-------------	-------

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**
☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).</p>		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Offit Kurman, P.A. 590 Madison Avenue Sixth Floor New York, NY 10022			\$30,000.00
	Email or website address			
	Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

Debtor **Fanchest, Inc.**

Case number (if known) _____

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
-----------------------------------	---	---------------------------	--------------------------

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
---------	-------------------------------

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	---	---

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
☒ Yes. State the nature of the information collected and retained.

Customer purchase data and emails are collected from the website

Does the debtor have a privacy policy about that information?

- ☐ No
☒ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

Debtor **Fanchest, Inc.**

Case number (if known)

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
--	---------------------------------	-------------------------------	--	---

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
---	--	-----------------------------	-----------------------

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
---------------------------	-----------------------------------	-----------------------------	-----------------------

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None
Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.
☐ No.

☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

Debtor **Fanchest, Inc.**

Case number (if known) _____

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.	Dates business existed
-----------------------	-------------------------------------	--	------------------------

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
26a.1. Jason Oledan 115 Washington Place Apartment #1 New York, NY 10014	2018-2020

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
26b.1. Jason Oledan 115 Washington Place Apartment #1 New York, NY 10014	2018-2020

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- ☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Jason Oledan 115 Washington Place Apartment #1 New York, NY 10014	
26c.2. James Waltz 4 Circle Drive Rumson, NJ 07760	

Debtor **Fanchest, Inc.**

Case number (if known) _____

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No

☒ Yes. Give the details about the two most recent inventories.

	Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
27.1	James Waltz	January 10, 2020	2,508,627 Market Basis
	Name and address of the person who has possession of inventory records		
	Caecille Elgeti		

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
James Waltz	4 Circle Drive Rumson, NJ 07760	President and CEO	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No

☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Jeffrey Lin	56 St. Marks Place Apartment 7D New York, NY 10003	President	2016-2019
Name	Address	Position and nature of any interest	Period during which position or interest was held
Dan Weinberg	100 Beekman Sstreet Apartment 10b New York, NY 10038	Secretary	2016-2019

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
-------------------------------	--	-------	--------------------------------

Debtor **Fanchest, Inc.**

Case number (if known) _____

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	James Waltz 4 Circle Drive Rumson, NJ 07760	4,166.66	December 2019	Salary
	Relationship to debtor President and CEO			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 6, 2020**


 Signature of individual signing on behalf of the debtor

James Waltz
 Printed name

Position or relationship to debtor **President**Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

**United States Bankruptcy Court
Eastern District of New York**

In re **Fanchest, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Dan Weinberg 100 Beekman Street Apartment 10b New York, NY 10038	Common	630000	
Jeffrey Lin 56 St. Marks Place Apartment 7D New York, NY 10003	Common	630000	
Proxima Partners LLC 30 N Gould St. Suite R Sheridan, WY 82801	Common	16740000	

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **November 6, 2020**

Signature


James Waltz

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Eastern District of New York**

In re **Fanchest, Inc.**

Debtor(s)

Case No.

Chapter

11


VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) or attorney for the debtor(s) hereby verify that the attached matrix (list of creditors) is true and correct to the best of their knowledge.

Date: **November 6, 2020**


James Waltz President
Signer/Title

Date: **November 6, 2020**


Signature of Attorney
Michael T. Conway
Offit Kurman, P.A.
590 Madison Avenue, 6th Floor
New York, NY 10022
929.476.0041 Fax: 212.545.1656

47 Brand, LLC
132 Campanelli Ind. Drive
Brockton, MA 02301

AB Tasty
408 Broadway
New York, NY 10013

Awesome OS
Ayala Business Center
Matina Town Square
Gen. Douglas MacArthur Hw

Babblebox
333 Beechspring Rd
South Orange, NJ 07079

Baby Fanatic LLC
4301 Dominion Blvd.
Suite 130
Glen Allen, VA 23060

Brooke Geller
27 Midwood Cross
Roslyn, NY 11576-2432

C. Jackson Cowart
405 Howard St, Suite 200
San Francisco, CA 94105

Dan Weinberg
100 Beekman Street
Apartment 10b
New York, NY 10038

Delaware Division of Reve
Carvel State Building
820 N. French Street, 8th
Wilmington, DE 19801

DLS Worldwide
1000 Windham Parkway
Bolingbrook, IL 60490

Dumac LLC
560 W Brown Rd #1020
Mesa, AZ 85201

Ebates Performance Mrktg
a/k/a Rakuten Rewards
160 Spear St FL 19
San Francisco, CA 94105-1542

FabFitFun, Inc.
360 N La Cienega Blvd
Fl 3 #B
Los Angeles, CA 90048-1950

Facebook
1 Hacker Way
Menlo Park, CA 94025

Fosdick Fulfillment Corp.
26 Barnes Ind. Park N
Wallingford, CT 06492

Fosdick Fulfillment Corp.
129 Worthington Ridge
Berlin, CT 06037

Frigon, Maher & Stern LLP
800 3rd Ave #2800
New York, NY 10022

Great American Products
1661 S Seguin Ave
New Braunfels, TX 78130

Helix Digital Inc.
1317 Edgewater Dr. #1233
Orlando, FL 32804

Huledet
201 East 79th Street
Suite 16i
New York, NY 10075

HZDG a/k/a BCW, LLC
10101 Molecular Drive
Suite 300
Rockville, MD 20850

Internal Revenue Service
Centralized Insolvency Op
P.O. Box 7346
Philadelphia, PA 19101-7346

James Waltz
4 Circle Drive
Rumson, NJ 07760

Jeffrey Lin
56 St. Marks Place
Apartment 7D
New York, NY 10003

Listrak Inc.
100 W Millport Rd
Lititz, PA 17543

LiveIntent, Inc.
222 Broadway Floor 22
New York, NY 10038

Malka Media Group LLC
75 Montgomery St
Jersey City, NJ 07302

Michaelson Entertainment
36 Cabrillo Terrace
Aliso Viejo, CA 92656

Misumaru Corporation
1229 Western St. #5
Fairfield, CA 94533

Molly Fulfillment & Packa
59 SW 12th Ave #106
Dania, FL 33004

Narvar, Inc.
50 Beale Street 7th Fl
San Francisco, CA 94105

New Era Cap Co., Inc.
160 Delaware Ave
Buffalo, NY 14202

NYS Dept. of Tax & Financ
POB 5300
Bankruptcy Unit
Albany, NY 12205-0300

Outerstuff LLC
1412 Broadway, 18th Floor
New York, NY 10018

Palm Beach Autographs
10300 Southside Blvd.
#207
Jacksonville, FL 32256

Palm Beach Autographs
1203 Town Center Drive
#117
Jupiter, FL 33458

Pebblepost, Inc.
400 Lafayette St., 2d FL
New York, NY 10003

Phoenix Growth Capital LL
35 East Shady Lane
Houston, TX 77063

Proxima Partners LLC
30 N Gould St.
Suite R
Sheridan, WY 82801

Refinery 29 Inc.
225 Broadway, 23rd Floor
New York, NY 10007

Rico Industries, Inc.
8030 Solutions Center
Chicago, IL 60677-8000

Ricoh Company, Ltd.
300 Eagleview Boulevard
Exton, PA 19341

Shelly Lin
275 Greenwich St
New York, NY 10007

Spectrum Packaging Corp
3640 Princeton Oaks St.
Orlando, FL 32808

Steelhouse
42 Greene St #200
New York, NY 10013

Stephen Gould Corporation
35 South Jefferson Road
Whippany, NJ 07981

Team Golf
2221 Luna Rd.
Carrollton, TX 75006

The Highland Mint
4100 N Riverside Dr
Satellite Beach, FL 32937

The Northwest Group, LLC
49 Bryant Ave
Roslyn, NY 11576

Thomas S. Luby, Esq.
Luby Olson, P.C.
405 Broad Street
Meriden, CT 06450

Top of the World, LLC
2801 Technology Place
Norman, OK 73071

Unicorr Packaging Group
455 Sackett Point Rd
North Haven, CT 06473

Wei-Li Tjong and Karin We
Tjong & Hsia LLP
45 Rockefeller Plaza, 20t
New York, NY 10111

Wincraft, Inc.
960 East Mark Street
P.O. Box 888
Winona, MN 55987-0888

Yotpo, Inc.
400 Lafayette St
New York, NY 10003

**United States Bankruptcy Court
Eastern District of New York**

In re **Fanchest, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Fanchest, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Proxima Partners LLC
30 N Gould St.
Suite R
Sheridan, WY 82801

☐ None [*Check if applicable*]

November 6, 2020

Date



Michael T. Conway

Signature of Attorney or Litigant
 Counsel for **Fanchest, Inc.**
Offit Kurman, P.A.

590 Madison Avenue, 6th Floor
New York, NY 10022
929.476.0041 Fax: 212.545.1656
michael.conway@offitkurman.com

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

**STATEMENT PURSUANT TO LOCAL
BANKRUPTCY RULE 1073-2(b)**

DEBTOR(S): Fanchest, Inc. **CASE NO.:** _____

Pursuant to Local Bankruptcy Rule 1073-2(b), the debtor (*or any other petitioner*) hereby makes the following disclosure concerning Related Cases, to the petitioner's best knowledge, information and belief:

[NOTE: Cases shall be deemed "Related Cases" for purposes of E.D.N.Y. LBR 1073-1 and E.D.N.Y. LBR 1073-2 if the earlier case was pending at any time within eight years before the filing of the new petition, and the debtors in such cases: (i) are the same; (ii) are spouses or ex-spouses; (iii) are affiliates, as defined in 11 U.S.C. § 101(2); (iv) are general partners in the same partnership; (v) are a partnership and one or more of its general partners; (vi) are partnerships which share one or more common general partners; or (vii) have, or within 180 days of the commencement of either of the Related Cases had, an interest in property that was or is included in the property of another estate under 11 U.S.C. § 541(a).]

☒ NO RELATED CASE IS PENDING OR HAS BEEN PENDING AT ANY TIME.

☐ THE FOLLOWING RELATED CASE(S) IS PENDING OR HAS BEEN PENDING:

1. CASE NO.: _____ JUDGE: _____ DISTRICT/DIVISION: _____

CASE STILL PENDING (Y/N): _____ [If closed] Date of closing: _____

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED (*Refer to NOTE above*): _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ("REAL PROPERTY") WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASE: _____

2. CASE NO.: _____ JUDGE: _____ DISTRICT/DIVISION: _____

CASE STILL PENDING (Y/N): _____ [If closed] Date of closing: _____

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED (*Refer to NOTE above*): _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ("REAL PROPERTY") WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASE: _____

3. CASE NO.: _____ JUDGE: _____ DISTRICT/DIVISION: _____

CASE STILL PENDING (Y/N): _____ [If closed] Date of closing: _____

(OVER)

DISCLOSURE OF RELATED CASES (cont'd)

CURRENT STATUS OF RELATED CASE: _____
 (Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED (*Refer to NOTE above*): _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ("REAL PROPERTY") WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASE: _____

NOTE: Pursuant to 11 U.S.C. § 109(g), certain individuals who have had prior cases dismissed within the preceding 180 days may not be eligible to be debtors. Such an individual will be required to file a statement in support of his/her eligibility to file.

TO BE COMPLETED BY DEBTOR/PETITIONER'S ATTORNEY, AS APPLICABLE:

I am admitted to practice in the Eastern District of New York (Y/N): Y

CERTIFICATION (to be signed by pro se debtor/petitioner or debtor/petitioner's attorney, as applicable):

I certify under penalty of perjury that the within bankruptcy case is not related to any case now pending or pending at any time, except as indicated elsewhere on this form.



Michael T. Conway
 Signature of Debtor's Attorney
Offit Kurman, P.A.
590 Madison Avenue, 6th Floor
New York, NY 10022
929.476.0041 Fax:212.545.1656

 Signature of Pro Se Debtor/Petitioner

 Signature of Pro Se Joint Debtor/Petitioner

 Mailing Address of Debtor/Petitioner

 City, State, Zip Code

 Area Code and Telephone Number

Failure to fully and truthfully provide all information required by the E.D.N.Y. LBR 1073-2 Statement may subject the debtor or any other petitioner and their attorney to appropriate sanctions, including without limitation conversion, the appointment of a trustee or the dismissal of the case with prejudice.

NOTE: Any change in address must be reported to the Court immediately IN WRITING. Dismissal of your petition may otherwise result.